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REFERENCE : 354493 10820A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 13, 2001

ORDER TIME : 11:54 AM

ORDER NO. : 354493-005

CUSTOMER NO: 10820A

CUSTOMER: Nancy Barnes, Office Manager
Carey O'malley Whitaker &
Manson, P.a.
712 South Oregon Avenue

Tampa, FL 33606

01 DEC 13 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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*****320.00 *****160.00

DOMESTIC FILING

NAME: B & K HOLDINGS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

12-13-01

**ARTICLES OF ORGANIZATION
OF
B & K HOLDINGS, LLC**

The undersigned hereby certifies that he is the authorized representative of the initial members who have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. He further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**Article 1
NAME AND ADDRESS**

The name of the limited liability company shall be B & K Holdings, LLC, and its principal place of business and its mailing address shall be 17924 Spencer Road in the City of Odessa, County of Hillsborough, State of Florida 33556.

**Article 2
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under Florida Statutes.
2. To carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives of the limited liability company, or the furtherance of any of the powers herein set forth, provided the same shall not be inconsistent with the laws of the State of Florida.
4. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.
5. Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise

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any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

Article 3 DURATION

This limited liability company shall have perpetual existence or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

Article 4 MANAGEMENT

The limited liability company is to be managed by two (2) managers and the names and addresses of the managers of the company are:

NAME	ADDRESS
William J. Barry	17924 Spencer Road Odessa, Florida 33556
Elizabeth A. Barry	17924 Spencer Road Odessa, Florida 33556

Article 5 MEMBERS

The initial members of the limited liability company are:

William J. Barry 17924 Spencer Road Odessa, Florida 33556	Elizabeth A. Barry 17924 Spencer Road Odessa, Florida 33556
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Article 6 ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members only by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the members.

Article 7 MEMBERS RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that would otherwise terminate the continued membership of

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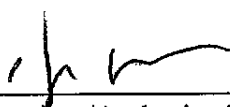
a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

Article 8
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The Florida street address of the initial registered office of the limited liability company is Carey, O'Malley, Whitaker & Manson, P.A., 712 South Oregon Avenue, City of Tampa, County of Hillsborough, State of Florida 33606, and the name of its initial registered agent at such address is Daniel D. Whitaker.

The undersigned, being the designated representative of the original members of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of B & K Holdings, LLC.

Executed by the undersigned at 712 South Oregon Avenue, Tampa, Florida 33606 on December 12, 2001.

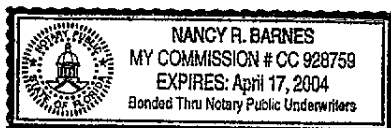



Name of Organizer/Authorized Representative of the Members:
Daniel D. Whitaker

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me personally appeared Daniel D. Whitaker, authorized on behalf of the members of the above limited liability company, who signed the above Articles of Organization, as his free and voluntary act for the uses and purposes mentioned and set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 12 day of December, 2001.





Type, Print or Stamp Name of Notary Nancy R. Barnes
Personally Known X
or Produced Identification _____
Type of Identification Produced _____

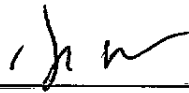
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**ACCEPTANCE OF
REGISTERED AGENT / REGISTERED OFFICE**

The undersigned, having been named in the Articles of Organization of B & K Holdings, LLC, as registered agent and to accept service of process for this limited liability company at the place designated at Article 8, hereby accepts the appointment as registered agent and agrees to act in this capacity.

I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent of the Company.



Name: Daniel D. Whitaker
Registered Agent
712 South Oregon Avenue
Tampa, Florida 33606

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